

CADWALADER, WICKERSHAM & TAFT LLP

John J. Rapisardi, Esq.
George A. Davis, Esq.
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

- and -

Mark C. Ellenberg, Esq., *Pro Hac Vice*
700 Sixth Street, NW
Washington, DC 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., et al.

Debtors.

Chapter 11

Case No. 08-13555 (JMP)

Jointly Administered

**FIFTH AMENDED VERIFIED STATEMENT
OF CADWALADER, WICKERSHAM & TAFT, LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

Cadwalader, Wickersham & Taft, LLP (“Cadwalader”), as attorneys for the entities listed on Exhibit A hereto (collectively, the “Entities”), in connection with the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. and related subsidiaries and affiliates including Lehman Commercial Paper Inc., Lehman Brothers Special Financing Inc., Lehman Brothers Financial Products Inc., and Lehman Brothers Commercial Corporation (collectively, the “Debtors”), makes the following statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Fifth Amended Statement”) amending and restating the disclosures contained in Cadwalader’s previous statements, dated October 7, 2008 [Docket No. 719], October 30, 2008 [Docket No. 1290], January 21, 2010 [Docket No. 6721], December 3, 2010 [Docket No. 13207] and November 14, 2011 [Docket No. 22113].

1. Cadwalader is counsel or special counsel to the Entities in the above-captioned cases. The address for Cadwalader for purposes of this Statement is One World Financial Center, New York, NY 10281.

2. The mailing address for each of the Entities is listed on Exhibit A hereto.

3. Each of the Entities may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

4. The specific nature and amounts of the claims held by the Entities are set forth in proofs of claims filed against the Debtors' estates.

5. The following are the facts and circumstances in connection with Cadwalader's employment in these cases. Cadwalader represented certain of the Entities prior to the Debtors' chapter 11 cases. Each of the Entities separately requested that Cadwalader represent them in connection with the Debtors' chapter 11 cases. Cadwalader may also represent some of the Entities on matters unrelated to these chapter 11 cases.

6. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Cadwalader's representation of such entities.

7. Cadwalader also represents or advises, or may have represented or advised other parties in interest with respect to the cases that have not been included in the Statement because the parties that Cadwalader represents do not currently intend to appear in the cases or such representations have been concluded. These parties in interest include commercial and investment banks, private equity and hedge funds, and other financial institutions, exchanges, and clearing organizations that are parties to various agreements with the Debtors.

8. Cadwalader has provided, and may continue to provide, certain legal services to the Debtors. With respect to such services, Cadwalader has prepetition and may have post-petition claims against the Debtors.

9. Cadwalader will supplement this Statement as necessary.

10. The undersigned declares under penalty of perjury that the statements made herein are true and accurate, to the best of his knowledge, information and belief.

Dated: November 13, 2012

CADWALADER, WICKERSHAM & TAFT LLP

/s/ Mark C. Ellenberg
John J. Rapisardi, Esq.
George A. Davis, Esq.
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
john.rapisardi@cwt.com
george.davis@cwt.com

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Mark C. Ellenberg, Esq., *Pro Hac Vice*
700 Sixth Street, NW
Washington, DC 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400
mark.ellenberg@cwt.com

EXHIBIT A

Attorneys for:

Name	Address
1991 Investment Company	9520 North May Avenue Suite 310 Oklahoma City, OK 73120
7th Avenue, Inc.	c/o HSBC Bank (Cayman) Limited HSBC House 60 West Bay Road P.O. Box 1109 Georgetown, Grand Cayman
Agricultural Bank Of China	No. 69 Jiangguomen Nei Avenue Beijing, 100005
Airlie CDO I	Ugland House South Church Street Georgetown, Grand Cayman
Airlie LCDO I (Aviv LCDO 2006-3)	Ugland House South Church Street Georgetown, Grand Cayman
Airlie LCDO II (Pebble Creek 2007-1)	Ugland House South Church Street Georgetown, Grand Cayman
Ajax Re Limited	c/o HSBC Financial Services (Cayman) George Town Grand Cayman Cayman Islands
Allianz SpA and affiliates	Lavaterstrasse 67 8002 Zurich
Amsterdam House Continuing Care Retirement Community Inc	1060 Amsterdam Avenue New York, NY 10025
Aviv LCDO 2006-1	Ugland House South Church Street Georgetown, Grand Cayman
Aviv LCDO 2006-2	Ugland House South Church Street Georgetown, Grand Cayman
Banc of America Securities, LLC	One Bryant Park, 3rd Floor New York, New York 10036
Banc of American Securities Limited	5 Canada Square London, E14 5AQ, United Kingdom
Bank Of America/Merrill Lynch	World Financial Center, North Tower 250 Vesey St New York, NY 10281

Barclays Capital	200 Park Ave New York, NY 10166
BFD Limited	c/o Strategic Value Partners, L.L.C. 100 West Putnam Avenue Greenwich, CT 06830
BNP Paribas	787 Seventh Avenue New York, NY 10019-6018
Brelinsky, MaryAnn	14511 Mist Creek Lane Humble, TX 77396
Calanthe Capital, L.L.C.	FDR Station P.O. Box 7268 New York, NY 10150
Capstone Investment Advisors, LLC	7 World Trade Center 250 Greenwich Street, 30th Floor New York, NY 10007
Chilton New Era Partners, L.P.	65 Locust Avenue, 2 nd Floor New Canaan, CT 06840
CIFG Holding	825 Third Avenue New York, NY 10022
Citibank, N.A. and affiliates	399 Park Ave. New York, NY 10043
Coast Diversified Fund Ltd. and the Coast Fund, LP	725 Arizona Avenue Suite 400 Santa Monica, CA 90401
Credit Suisse and affiliates	Eleven Madison Avenue New York, NY
Colorado Housing and Finance Authority	1981 Blake Street Denver, CO 80202
CQS and affiliates	5th Floor, Chester Street London, SW1X 7BL
EDF Trading North America LLC and affiliates	4700 West Sam Houston Parkway North Suite 250 Houston, TX 77041
Ellington Management Group LLC	53 Forest Avenue, Suite 301 Old Greenwich, CT 06870
Eton Park Fund, L.P. and Eton Park Master Fund, Ltd	900 Third Avenue 11th Floor New York, NY 10022

Exum Ridge CBO 2006-1	Ugland House South Church Street Georgetown, Grand Cayman
Exum Ridge CBO 2006-2	Ugland House South Church Street Georgetown, Grand Cayman
Exum Ridge CBO 2006-4	Ugland House South Church Street Georgetown, Grand Cayman
Exum Ridge CBO 2006-5	Ugland House South Church Street Georgetown, Grand Cayman
Exum Ridge CBO 2007-1	Ugland House South Church Street Georgetown, Grand Cayman
Exum Ridge CBO 2007-2	Ugland House South Church Street Georgetown, Grand Cayman
The Falconwood Corporation	67 Irving Place 12th floor New York, NY 10003
Fondazione Monte Dei Paschi Siena	Via Banchi Di Sotto, 34 Siena 53100
Fortis Americas and affiliates	153 East 53rd Street New York, NY 10022
Fortress Americas and affiliates	1345 Avenue of the Americas New York, NY 10105
Griffin, William D.	6538 Norway Road Dallas, TX 75230
Hua An Fund Management Co. Ltd.	360 South Pudong Road Shanghai 200120, China
Invesco Senior Secured Management	1166 Avenue of the Americas New York, NY 10036
Lehman Re	C/o Peter C.B. Mitchell and D. Geoffrey Hunter As Joint Provisional Liquidators PricewaterhouseCoopers Advisory Limited Dorchester House, 7 Church Street Hamilton, HM11 Bermuda
LNR Partners, Inc.	1601 Washington Avenue, Suite 800 Miami Beach, Florida 33139

Loancore Capital	80 Field Point Road Greenwich, CT 06830
MLP Opportunity Fund LP.	399 Park Avenue 9th Floor New York, NY 10022
Moore, Robert Cody	4302 Compton Circle Bellaire, TX 77401
Morgan Stanley & Co. LLC and affiliates	1585 Broadway New York, NY 10036
Newton RE Limited	C/o HSBC Financial Services (Cayman) Limited HSBC House, 68 West Bay Road Grand Cayman, Cayman Islands KY1-102
Oak Hill Credit Partners IV Limited	1114 Avenue of the Americas New York, NY, 10036
Oak Hill Securities Fund II LLP	1114 Avenue of the Americas New York, NY, 10036
Oak Hill Credit Alpha Fund, L.P.	1114 Avenue of the Americas New York, NY, 10036
Oak Hill Credit Alpha Fund (Offshore), Ltd.	1114 Avenue of the Americas New York, NY, 10036
Oak Hill Credit Opportunities Master Fund Ltd.	1114 Avenue of the Americas New York, NY, 10036
Pebble Creek LCDO 2006-1, LTD	Ugland House South Church Street Georgetown, Grand Cayman
Pebble Creek LCDO 2007-3, LTD	Ugland House South Church Street Georgetown, Grand Cayman
Polygon Global Opportunities Master Fund	PO Box 309GT Ugland House South Church Street Georgetown, Grand Cayman
The Salvation Army	56-45 Main Street Flushing, NY 11355
Saratoga CLO I, Limited	c/o Invesco Senior Secured Management, Inc. 1166 Avenue of the Americas New York, New York

Schneider, Russell	11402 Stoney Falls Drive Houston, TX 77095
SGS HY Credit Fund I (Exum Ridge CBO 2006-3)	Ugland House South Church Street Georgetown, Grand Cayman
Strategic Value Master Fund, Ltd.	c/o Strategic Value Partners, L.L.C. 100 West Putnam Avenue Greenwich, CT 06830
TPG-Axon Capital Management, LP	888 Seventh Avenue New York, NY 10019
WestLB AG	1211 Avenue of the Americas New York, NY 10002
Whippoorwill Associates, Inc.	11 Martine Avenue White Plains, NY 10606
White Marlin CDO 2007-1, LTD	Ugland House South Church Street Georgetown, Grand Cayman
Willow Re Ltd.	HSBC Bank (Cayman) Limited P.O. 1109 HSBC House 68 West Bay Road Grand Cayman, KY 1-1102, Cayman Islands